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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In Re:)	
)	Chapter 11
)	
MOTORS LIQUIDATION COMPANY,)	Case No. 09-50026-REG
<i>et al.</i> ,)	
)	(Jointly Administered)
Debtors.)	

**LIMITED OBJECTION OF SIMPLEXGRINNELL LP TO THE ASSUMPTION
AND ASSIGNMENT OF CONTRACT(S) PURSUANT TO 11 U.S.C. § 365**

SimplexGrinnell LP ("Simplex"), by and through undersigned counsel, hereby files this Limited Objection (the "Objection") to the Assumption and Assignment of Contract(s) Pursuant to 11 U.S.C. § 365. In support of this Objection, Simplex states as follows:

BACKGROUND

1. On June 1, 2009, the Debtors filed a motion (the "Sale Motion"), requesting, *inter alia*, an order (the "Sale Order"), pursuant to 11 U.S.C. § 105, 363(b), (f), and (m), and 365, authorizing and approving (i) the sale of substantially all of the Debtors' assets pursuant to a proposed Master Sale and Purchase Agreement and related agreements (the "MPA") among the

Debtors and Vehicle Acquisition Holdings LLC [now NGMCO, Inc.] (the “Purchaser”), a purchaser sponsored by the United States Department of the Treasury (the “U.S. Treasury”), free and clear of liens, claims, encumbrances, and other interests, including any successor liabilities (the “363 Transaction”), (ii) the assumption and assignment of certain executory contracts and unexpired leases of personal property and of nonresidential real property, and (iii) the approval of the UAW Retiree Settlement Agreement, subject to higher or better offers.

2. On July 5, 2009, the Court approved the 363 Transaction, and on July 10, 2009, the 363 Transaction closed.

3. Motors Liquidation Company and its related debtor entities (collectively, the “Debtors”) served Simplex with an undated Notice of Debtors' Intent to Assume and Assign Additional Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property (the “Notice”). The Notice identifies Simplex as having a contract(s) with the Debtors, that Simplex’s Vendor Identifier is 875632788, and that the proposed Cure Cost¹ related to Designated Agreements with Simplex is \$1,636.50 (with \$114.00 listed as the “Remaining Cure Amount”). There is no detail regarding which contract(s) are being assumed and assigned and how the Cure Cost was calculated.

4. Simplex has been unable to obtain additional information regarding the contracts to be assumed and the cure amounts from the supplier website or by calling the supplier toll-free number listed in the Notice.

¹ Capitalized terms used in this Objection and not specifically identified herein have the meaning ascribed to them in the Sale Procedures Order.

RELIEF REQUESTED

5. Simplex objects to the assumption and assignment proposed by the Notice, as it relates to Simplex, because: (i) it is unclear exactly which Simplex contract(s) the Debtors seek to assume and assign; and (ii) Simplex cannot determine what the applicable Cure Costs would be.

6. Simplex respectfully requests that this Court, at a minimum, condition the approval of the assumption and assignment of any contract(s) between the Debtors and Simplex upon (i) the identification of those contract(s) the Debtors seek to assume and assign; (ii) the payment of the appropriate Cure Costs related to such contract(s); and (iii) the consent by the Debtors to adequate assurance of future performance in accordance with section 365(b)(1)(C) of the Bankruptcy Code.

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RESERVATION OF RIGHTS

7. Simplex reserves any and all rights as to: (i) claims against nondebtors (ii) all post-petition claims and all other rights and remedies, including, without limitation, all unpaid amounts that became due post-petition under any contract(s) that are ultimately assumed and assigned; and (iii) the ability to raise such other and further objections to any proposed assumption and assignment and/or the Cure Costs with respect to the proposed assumption and assignment of any contracts between the Debtors and Simplex.

Dated: August 3, 2009

Respectfully submitted,

/s/ Shawn R. Fox

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